

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90341 (DRJ)
)
) (Jointly Administered)
)

**APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 9, 2023**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV/](https://ecf.txsb.uscourts.gov/) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE DAYS FROM THE DAY YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

The Official Committee of Unsecured Creditors (the “Committee”) of Core Scientific, Inc. and its debtor affiliates in the above captioned cases (collectively, the “Debtors”), by Patricia Trompeter, Chief Executive Officer of Sphere 3D Corp., in her capacity as a representative of a member of the Committee, Sphere 3D Corp., hereby submits this application (the “Application”) for entry of a proposed order (the “Order”), substantially in the form attached hereto as **Exhibit A**,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

authorizing the retention and employment of Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”) as counsel to the Committee effective as of January 9, 2023. In support of the Application, the Committee relies upon and incorporates by reference the declaration of Patricia Trompeter (the “Trompeter Declaration”), attached hereto as **Exhibit B**, and the declaration of Brett H. Miller (the “Miller Declaration”), attached hereto as **Exhibit C**. In further support of this Application, the Committee respectfully represents as follows:

BACKGROUND

1. On December 21, 2022 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and Rule 1015-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Local Rules”). No trustee or examiner has been appointed in these chapter 11 cases.

2. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of the chapter 11 cases is set forth in the *Declaration of Michael Bros in Support of the Debtors’ Chapter 11 Petitions* [Docket No. 5].

3. The Office of the United States Trustee (the “U.S. Trustee”) selected the members of the Committee pursuant to section 1102 of the Bankruptcy Code and filed a notice of

appointment on January 9, 2023 [Docket No. 256].² On February 3, 2023, the U.S. Trustee filed the *Notice of Appointment of Reconstituted Official Committee of Unsecured Creditors* [Docket No. 456]. The current members of the Committee are: (a) Dalton Utilities; (b) Sphere 3D Corp.; (c) MP2 Energy LLC d/b/a Shell Energy Solutions; and (d) Tenaska Power Services Company.

4. On January 9, 2023, following its appointment, the Committee conducted its initial meeting and selected Willkie as its proposed counsel.

RELIEF REQUESTED

5. By this Application, pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, the Committee respectfully requests that the Court enter the Order authorizing the Committee to retain and employ Willkie as its counsel in connection with the prosecution of these chapter 11 cases and all related matters effective as of January 9, 2023.

I. Willkie's Qualifications

6. Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code. Willkie, and in particular Brett Miller and Todd Goren, has significant experience representing official creditors' committees in large and complex bankruptcy cases. Among other cases, Willkie or its attorneys have represented official committees of unsecured creditors in SAS AB, Avianca Holdings, Grupo Aeroméxico, Westmoreland Coal Co., Cloud Peak Energy, Energy Future Holdings, Windstream, L.A. Dodgers, Hawaiian Telecom, and Fortunoff, among many

² The original members of the Committee were: (1) Dalton Utilities, (2) Sphere 3D Corp., and (3) BRF Finance Co., LLC ("**BRF**"). Following the Committee's appointment, the Debtors selected an affiliate of BRF as its replacement debtor-in-possession financing lender. Thereafter, BRF resigned from the Committee.

others. As a result of this experience, Willkie is well-positioned to anticipate and resolve legal issues that may arise during the remainder of the cases.

7. Willkie has also informed the Committee that Jennifer J. Hardy, a partner of Willkie who will be employed in these chapter 11 cases, is a member of good standing of, among others, the Bar of the State of Texas and the United States District Court for the Southern District of Texas. Other partners of, counsel to, and associates of Willkie who will be employed in these chapter 11 cases are members in good standing of other bars and courts. As a result, Willkie is well qualified to represent the Committee in these chapter 11 cases in an efficient and effective manner.

II. Services to be Provided

8. The Committee anticipates that Willkie will, in connection with these chapter 11 cases and subject to orders of this Court, provide a range of services to the Committee, including, but not limited to, the following:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the

Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;

- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these chapter 11 cases.

9. Willkie intends to work closely with the Debtors' representatives and the other professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

III. Professional Compensation

10. Willkie intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, established by the Executive Office for the United States Trustees (the "U.S. Trustee Guidelines") and any other applicable procedures and orders of the Court (collectively, the "Fee Guidelines").

11. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the Fee Guidelines, the Committee proposes to compensate Willkie for services rendered at its customary hourly rates that are in effect from time to time, as set forth in the Miller Declaration, and to reimburse Willkie according to its customary reimbursement policies. Further, in accordance with the Fee Guidelines, Willkie will seek payment of 80% of its

fees and 100% of its expenses on a monthly basis. The Committee respectfully submits that Willkie's rates and policies as outlined in the Miller Declaration are reasonable.

12. The hourly rates and corresponding rate structure that Willkie will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Willkie uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructurings and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures.

13. Willkie's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field, and are subject to periodic adjustments to reflect economic and other conditions.³ In particular, Willkie's standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows:

Billing Category	Current Hourly Range
Partners and Senior Counsel	\$1,400 to \$2,050
Associates, Other Attorneys and Law Clerks	\$520 to \$1,380
Paraprofessionals	\$315 to \$540

14. The Committee believes that these rates, and the terms and conditions of Willkie's employment, are reasonable.

15. Willkie will also seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by Willkie on the Committee's behalf, such as travel

³ As set forth in the Order, Willkie will provide ten (10) business days' notice to the Debtors and the U.S. Trustee before implementing any periodic hourly rate increases by filing such notice with the Court.

expenses, late night working meals and transportation, computer-assisted legal research, photocopying, postage, overnight courier expenses, and other disbursements, as more fully set forth in the Miller Declaration. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

16. No promises were received by Willkie or any of its attorneys as to compensation in connection with the chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. Neither Willkie, nor any of its attorneys, have any agreement with any other entity to share with such entity any compensation received by Willkie in connection with these chapter 11 cases.

IV. Willkie's Disinterestedness

17. Willkie does not hold or represent any interest adverse to the Debtors' estates and, except as disclosed in the Miller Declaration, does not have any "connections" to the Debtors' creditors, affiliates, other parties-in-interest or potential parties-in-interest, the U.S. Trustee or the Assistant U.S. Trustees for the Southern District of Texas and attorneys employed by such office, or any judge in the Court. Willkie believes it is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code. To the extent that Willkie has a conflict with respect to a particular client or matter, the Committee intends to retain and use Gray Reed & McGraw LLP as separate conflicts and efficiency counsel ("Conflicts Counsel").

18. As set forth in the Miller Declaration, Willkie has represented, currently represents, and will likely in the future represent certain parties-in-interest or potential parties-in-interest in these chapter 11 cases in matters unrelated to the Debtors, these chapter 11 cases, or such entities' claims against the Debtors, as part of its customary practice. Willkie is retained in cases, proceedings, and transactions involving many different parties throughout the United States and

worldwide, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in these chapter 11 cases. Pursuant to section 1103(b) of the Bankruptcy Code, Willkie is not disqualified from acting as the Committee's counsel merely because it previously represented or currently represents the Debtors' creditors, or other parties-in-interest, in matters unrelated to the Debtors or these chapter 11 cases.

19. Willkie has advised the Committee and the U.S. Trustee that it will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise and, if any new relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments by filing a supplemental declaration with the Court.

20. For these reasons, the Committee believes that the employment of Willkie is necessary, in the best interests of the Debtors' estates, and will enable the Committee to carry out its fiduciary duties owed to creditors under the Bankruptcy Code. Accordingly, the Committee submits that the relief requested in the Application is appropriate and should be granted by the Court.

NOTICE

21. Notice of this Application will be provided to any party entitled to notice pursuant to Bankruptcy Rule 2002 and any other party entitled to notice pursuant to Bankruptcy Local Rule 9013-1(d).

NO PRIOR REQUEST

22. No previous application for the relief requested herein has been made to this or any other court.

CONCLUSION

WHEREFORE, the Committee respectfully requests that the Court: (a) enter the Order granting the relief requested herein, and (b) grant such other and further relief as the Court may deem just and proper.

Dated: February 8, 2023

Respectfully submitted,

The Official Committee of Unsecured Creditors
of Core Scientific, Inc., *et al.*

By: /s/ Patricia Trompeter

Patricia Trompeter

Chief Executive Officer

Sphere 3D Corp.

As representative for Sphere 3D Corp.,
in its capacity as a Committee member

Certificate of Service

I certify that on February 8 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

By: /s/ Jennifer J. Hardy
Jennifer J. Hardy

Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
CORE SCIENTIFIC, INC. <i>et al.</i> , ¹)	
)	Case No. 22-90341 (DRJ)
Debtors.)	(Jointly Administered)
)	

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF WILLKIE
FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE JANUARY 9, 2023**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Core Scientific, Inc. and its debtor affiliates in the above captioned cases (collectively, the “Debtors”), pursuant to sections 105(a), 328(a), 330, and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, authorizing the Committee to employ and retain Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”) as counsel, effective as of January 9, 2023; and upon the Miller Declaration and the Trompeter Declaration (together, the “Declarations”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application in this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given; and the Court having found that no other or further notice is needed or necessary; and the

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Court having found, based on the representations made in the Declarations, that Willkie (a) does not hold or represent any interest adverse to the Debtors' estates, (b) is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code, and (c) does not represent any entity having an adverse interest in connection with the case as required by section 1103 of the Bankruptcy Code; and the Court having reviewed the Application and the Declarations; and the Court having determined that the legal and factual bases set forth in the Application and the Declarations establish good cause for the relief granted herein; and the relief requested in the Application being in the best interests of the Debtors' estates, their creditors, and other parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Application is GRANTED to the extent provided herein.
2. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, and subject to the terms of this Order, the Committee is hereby authorized to employ and retain Willkie as its bankruptcy counsel to provide the following services, effective January 9, 2023:
 - a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
 - b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
 - c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
 - d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
 - e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
 - f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and

assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);

- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these chapter 11 cases.

3. Willkie shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable law. For billing purposes, Willkie shall keep its time in one tenth (1/10) hour increments in accordance with the Fee Guidelines. Willkie also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Fee Guidelines, both in connection with the Application and any interim and final fee applications to be filed by Willkie in these chapter 11 cases. All billing records filed in support of fee applications will use an open and searchable LEDES or other electronic data format.

4. Willkie shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines.

5. Prior to any increases in Willkie hourly rates, the Firm shall file a supplemental declaration with the Court to provide ten (10) business days' notice to the Debtors and the U.S. Trustee, which supplemental declaration shall explain the basis for the requested rate increases in

accordance with section 330(a)(3)(F) of the Bankruptcy Code, and state whether the Committee has consented to such rate increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code.

6. Willkie shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases.

7. The Committee is authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2023
Houston, Texas

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Declaration of Patricia Trompeter

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90341 (DRJ)
)
) (Jointly Administered)
)

**DECLARATION OF PATRICIA TROMPETER IN SUPPORT OF
THE APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF WILLKIE FARR & GALLAGHER LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
EFFECTIVE AS OF JANUARY 9, 2023**

Pursuant to 28 U.S.C § 1746, I, Patricia Trompeter, hereby submit this declaration (the “Declaration”) under penalty of perjury:

1. I am the Chief Executive Officer of Sphere 3D Corp. (“Sphere 3D”). Sphere 3D is an unsecured creditor in the above-captioned cases of Core Scientific, Inc. and its debtor affiliates (collectively, the “Debtors”). I serve as Sphere 3D’s representative on the Committee. In such capacity, I was part of the process and involved in selecting and engaging Willkie Farr & Gallagher LLP (“Willkie”) as counsel for the Committee. I submit this Declaration solely in my capacity as a member of the Committee. All rights of Sphere 3D are expressly reserved.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

to the Official Committee of Unsecured Creditors Effective as of January 9, 2023 (the “Application”).² In support of the Application, the Committee relies upon the Miller Declaration, which is attached to the Application as **Exhibit C**.

3. The attorneys primarily responsible for the Committee’s representation in these chapter 11 cases, Brett H. Miller and Todd M. Goren, have extensive experience representing official committees of creditors in large and complex bankruptcy cases.

4. Given that Mr. Miller and Mr. Goren have represented the official committee of unsecured creditors in a significant number of recent large chapter 11 cases—I believe they are well-positioned to anticipate and resolve legal issues that may arise during the remainder of the cases. Moreover, I understand that Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code.

5. I, and the other members of the Committee, reviewed Willkie’s standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by Willkie, I understand that those rates are generally consistent with the Firm’s rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members’ experience in both the bankruptcy field and in other fields in which the Debtors operate, the Committee believes these rates are reasonable. It is my understanding that Willkie will seek payment of 80% of its fees and 100% of its expenses on a monthly basis.

6. Additionally, the Committee, through me, its designated member and chairperson, will: (a) develop a prospective budget and staffing plan with Willkie to comply with the U.S.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Trustee's requests for information and additional disclosures and any other orders of the Court, recognizing that, in the course of these chapter 11 cases, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Willkie; (b) review all staffing plans and budgets to supervise Willkie's fees and expenses and to manage costs and, together with Willkie, make adjustments as may be necessary or appropriate; (c) review all applications for compensation submitted by Willkie to ensure that Willkie's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no unreasonable duplication by the Committee's other professionals.

7. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by Committee counsel, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of the Committee and, if called upon to testify, I would testify competently to the facts set forth herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing statements are true and correct.

Dated: February 8, 2023

Respectfully submitted,

By: /s/ Patricia Trompeter

Patricia Trompeter

Chief Executive Officer

Sphere 3D Corp.

As representative for Sphere 3D Corp.,
in its capacity as a Committee member

Exhibit C

Declaration of Brett H. Miller

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90341 (DRJ)
)
) (Jointly Administered)
)

**DECLARATION OF BRETT H. MILLER IN SUPPORT OF THE APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 9, 2023**

I, Brett H. Miller, being duly sworn, state the following under penalty of perjury:

1. I am a partner in the law firm of Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), with offices at 787 Seventh Avenue, New York, New York 10019, among other locations, and I am duly authorized to make this declaration (the “Declaration”) on behalf of Willkie. I am an attorney duly admitted and in good standing to practice before the Bar of the State of New York, the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

2. I submit this Declaration in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Core Scientific, Inc. and its

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

debtor affiliates, as debtors and debtors in possession in these proceedings (collectively, the “Debtors”) pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, for entry of an order authorizing the retention and employment of Willkie as counsel to the Committee effective as of January 9, 2023. Except as otherwise indicated, the facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

SERVICES TO BE PROVIDED

3. Since the Committee’s appointment, and Willkie’s retention on January 9, 2023, we have been working closely with the Debtors and other parties-in-interest and have become familiar with the Debtors’ businesses and many of the existing and potential legal issues in these chapter 11 cases. Willkie has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code.

4. In connection with these chapter 11 cases, the Committee has requested court authorization to retain Willkie as counsel for the Committee to provide the Committee with certain services, including, but not limited to, the following:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors’ affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors’ assets pursuant to section 363 of the Bankruptcy Code;

- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);
- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these chapter 11 cases.

PROFESSIONAL COMPENSATION

5. Willkie's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field and are subject to periodic adjustments to reflect economic and other conditions.³ In particular, Willkie's standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows:

Billing Category	Current Hourly Range
Partners and Senior Counsel	\$1,400 to \$2,050
Associates, Other Attorneys and Law Clerks	\$520 to \$1,380
Paraprofessionals	\$315 to \$540

³ As set forth in the Order, Willkie will provide ten business days' notice to the Debtors and the U.S. Trustee before implementing any periodic hourly rate increases, by filing such notice with the Court.

6. The hourly rates and corresponding rate structure that Willkie will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Willkie uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructuring and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures. I believe that these rates, and the terms and conditions of Willkie's employment, are reasonable. Willkie intends seek payment of 80% of its fees and 100% of its expenses on a monthly basis.

7. In addition to the hourly rates set forth above, Willkie customarily charges its clients for all actual out-of-pocket expenses incurred on the clients' behalf, including travel expenses, lodging, working meals and transportation, meal charges for business meetings, computer-assisted legal research, photocopying, facsimile transmissions, postage, printing, transcripts, filing fees, overnight courier expenses, messengers, and similar items. Willkie will seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by Willkie on the Committee's behalf. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

8. No promises have been received by Willkie or any of its attorneys as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. Willkie has also advised the Committee that neither the Firm nor any of its attorneys have any agreement with any other entity to share with such entity any compensation received by Willkie in connection with these chapter 11 cases.

DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS

9. In order to ascertain Willkie's "connections," as that term is used in Bankruptcy Rule 2014, Willkie obtained an extensive (but not necessarily complete) list of interested parties

and significant creditors (the “Potential Parties in Interest”) from counsel to the Debtors, a copy of which is attached hereto as **Schedule 1**.

10. Under the supervision of attorneys in Willkie’s Business Reorganization & Restructuring group, an internal search in Willkie’s computerized conflict database was conducted to determine if Willkie (or any of its affiliates) currently represents or formerly represented any of the Potential Parties in Interest within the past three years. Willkie also made inquiries to the partners responsible for open matters involving the Potential Parties in Interest or their affiliates to determine the nature of the work and any relationship to the Potential Parties in Interest. Willkie performed this inquiry consistent with its normal and customary practices.

11. The following is a list of the categories of Potential Parties in Interest that Willkie searched:

Category
Debtor Entities
Debtors’ Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a)
Bank Accounts
Bankruptcy Judges and Staff for the Southern District of Texas
Bondholders/Noteholders/Indenture Trustees
Clerk of the Court for the Southern District of Texas
Contract Counterparties (includes patents and intellectual property)
Current Officers and Directors
Affiliation of Current Officers and Directors
Benefit Providers (Workers’ Compensation/Pension Plans/Third Party Administrators)
Debtors Professionals (law firms, accountants and other professionals)
Former Officers and Directors
Insurance/Insurance Broker/Insurance Provider/Surety Bonds
Landlords and Parties to Leases
Lenders
List of the Top 30 Unsecured Creditors
List of the Creditors Holding the Top 100 Largest Unsecured Claims (Excluding Insiders)
List of 5 Largest Secured Creditors
Litigation Counterparties/Litigation Pending Lawsuits (includes threatened litigation)

Non-Debtor Affiliates and Subsidiaries
Non-Debtor Professionals
Official Committee of Unsecured Creditors
Others Parties in Interest (Notice of Appearance Parties, and any other person or group appointed)
Ordinary Course Professionals
Other Secured Parties (Letters of Credit/Issuers of Letters of Credit)
Partnerships (if debtors is a partnership, its general and limited partners)
Regulatory and Government Authorities
Secured Creditors
Significant Competitors
Significant Customers and Contract Counterparties
Significant Shareholders (more than 5% equity)
Significant Vendors/Suppliers
Taxing Authorities
U.S. Attorney's Office for the Southern District of Texas
UCC Search Results/UCC Lien Search Results
United States Trustee and Staff for the Southern District of Texas
Utility Providers/Utility Brokers

12. This search revealed that certain Potential Parties in Interest are or may be currently represented by Willkie. All current and past Willkie representations of Potential Parties in Interest are identified on the list attached to this Declaration as **Schedule 2**.⁴ To the best of my knowledge, Willkie has no connections with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the United States Trustee – Southern District of Texas except as set forth on **Schedule 2**. Based on the results of this search, and through direct inquiries with Willkie attorneys, Willkie determined that the representation of the Potential Parties in Interest disclosed on **Schedule 2** hereto concerned matters

⁴ As referenced in **Schedule 2**, (a) the term “current representation” means an entity listed as a client in the Firm’s conflicts search system to whom time was posted in 2021, 2022 or 2023, and (b) the term “past representation” means either (1) an entity listed as a client in the Firm’s conflicts search system to whom time was posted in 2019, 2020 or 2021, or (2) a client matter in the Firm’s conflicts search system to which time was billed in 2022 but has now been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Firm’s representation rather than its potential listing in Firm’s conflicts search system. The list generated from Firm’s conflicts search system is over-inclusive.

in which such clients were not adverse to the Debtors, the Debtors' estates, or the members of the Committee.

13. The status of entities identified as Potential Parties in Interest by the Debtors may have changed or could change during the pendency of the chapter 11 cases without Willkie's knowledge. Willkie will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new or relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

SPECIFIC DISCLOSURES

14. As specifically set forth below and in the attached schedules, Willkie represents or has represented certain Potential Parties in Interest in matters unrelated to the Debtors and these chapter 11 cases; however, Willkie does not hold or represent any interest adverse to the Debtors' estates. Moreover, pursuant to section 1103(b) of the Bankruptcy Code, Willkie is not disqualified from acting as the Committee's counsel merely because it represents certain of the Potential Parties in Interest in matters unrelated to these chapter 11 cases. Willkie submits that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code.

15. Specifically, Willkie represents, and has in the past represented, certain entities for which Willkie is providing additional disclosures beyond those in **Schedule 2**.

16. Willkie previously represented former Committee member, BRF, on finance related matters involving the Debtors prior to the Petition Date. Willkie ceased its representation of BRF in connection with the Debtors immediately upon BRF's appointment to the Committee and does not have any open matters for BRF or its affiliates in connection with the Debtors.

Moreover, prior to being selected to as proposed counsel to the Committee, Willkie obtained a full conflicts waiver from BRF. Finally, Willkie advised the Committee that it should retain separate counsel to advise the Committee on any issues involving BRF, and the Committee has selected Conflicts Counsel to handle such matters.

17. Following the first day hearing, the Debtors ran a solicitation process for replacement debtor-in-possession financing. During that process, an affiliate of BRF emerged as a potential source of replacement DIP financing. Upon that affiliate's expression in interest as being a potential source of replacement DIP financing, BRF (a) did not participate in Committee discussions, (b) retained Choate, Hall & Stewart LLP to advise them in connection with the replacement DIP, and (c) resigned from the Committee following a hearing on February 1, 2023 where the Court approved the Debtors' replacement DIP financing.

18. Willkie previously represented the Special Committee to the Board of Directors (the "Special Committee") of Blockcap, Inc. ("Blockcap") in connection with Debtor Core Scientific Holding Company's ("Core HoldCo") acquisition of Blockcap. This transaction was completed in August 2021. Willkie's representation of the Special Committee in this matter and all related matters was completed in September 2021. The Special Committee represented approximately .02% of Willkie's revenue in 2021 and represented no revenue in 2020 or 2022. Further, the attorneys involved in advising the Special Committee are not and will not be involved in advising the Committee.

19. Willkie currently represents AIG in various litigation and insurance coverage matters. Certain of AIG's affiliates are listed in the "Insurance/Insurance Providers/Surety Bonds" category on the Potential Parties in Interest List. Willkie has not, and will not, represent any of AIG's affiliates in connection with the Debtors or these chapter 11 cases. AIG represented less

than 2% of Willkie's revenues in 2020, 2021 and 2022. Willkie intends to continue to represent AIG and certain of its affiliates on matters wholly unrelated to the Debtors or these chapter 11 cases.

20. Willkie currently represents Citibank, N.A. and certain of its subsidiaries and affiliates (collectively, "Citibank") in various litigation and corporate matters. Citibank is listed in the "Benefit Providers" on the Potential Parties in Interest List. Willkie has not, and will not, represent Citibank in connection with the Debtors or these chapter 11 cases. Citibank represented approximately 1% of Willkie's revenue in 2020 and less than 1% of Willkie's revenue in 2021 and 2022. Willkie intends to continue to represent Citibank on matters wholly unrelated to the Debtors or these chapter 11 cases.

21. Excepted as described herein, Willkie has not represented any entities listed on the "Top 30 Unsecured Creditors" category on the Potential Parties in Interest List.

22. For the avoidance of doubt, Willkie will not represent any parties other than the Committee in these chapter 11 cases, irrespective of whether such parties (including any additional interested parties that may be identified in the future) are Willkie clients.

23. Further, should the Committee decide to undertake any litigation against a client of Willkie, including any of the aforementioned clients, and Willkie does not have a conflicts waiver that permits Willkie to be adverse to such clients in these chapter 11 cases, the Committee will use Conflicts Counsel to prosecute such litigation.

24. Willkie attorneys⁵ have represented the official committee of unsecured creditors in the chapter 11 cases of *In re SAS AB*, Case No. 22-10925 (MEW) (Bankr. S.D.N.Y.); *In re Grupo Aeroméxico, S.A.B. de C.V.*, Case No. 20-11563 (SCC) (Bankr. S.D.N.Y.); *In re Avianca*

⁵ Willkie attorneys advised on certain of these matters while at prior firms.

Holdings S.A., Case No. 20-11133 (MG) (Bankr. S.D.N.Y.); *In re Cloud Peak Energy*, Case No. 19-11047 (JKS) (Bankr. D. Del.); *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) (Bankr. S.D.N.Y.); *In re Westmoreland Coal Co.*, Case No. 18-35672 (DRJ) (Bankr. S.D. Tex.); *In re Energy Future Holdings*, Case No. 14-10979 (CSS) (Bankr. D. Del.); and *In re L.A. Dodgers LLC*, Case No. 11-12010 (KG) (Bankr. D. Del.), among many others.

25. No agreement or understanding exists between Willkie or any of its attorneys with any other entity to share with such entity any compensation received for services rendered in connection with these chapter 11 cases, other than as permitted by section 504 of the Bankruptcy Code, nor shall Willkie or any of its attorneys share or agree to share compensation received for services rendered in connection with these chapter 11 cases with any other entity, including any of the Firm's foreign affiliates, other than as permitted by section 504 of the Bankruptcy Code.

26. To the extent the Committee seeks to retain additional professionals to represent the Committee in any matters relating to these chapter 11 cases, Willkie will make all reasonable efforts not to duplicate the services rendered by these professionals.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

27. Willkie intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the U.S. Trustee Guidelines, and any other applicable procedures and orders of the Court. The following information is provided in response to the request for additional information set forth in Paragraph D.1 of the U.S. Trustee Fee Guidelines:

Question:	Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?
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Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months pre-petition, disclose your billing rates and material financial terms for the pre-petition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: Willkie did not represent the Committee prior to the Debtors' chapter 11 cases. Additionally, during Willkie's prepetition representation of BRF, Willkie's billing rates and material financial terms were substantially the same as the rates Willkie is currently charging the Committee.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: The Committee and Willkie expect to develop a prospective budget and staffing plan to comply with the U.S. Trustee's requests for information and additional disclosures, and any other orders of the Court, recognizing that in the course of these chapter 11 cases there may be unforeseeable fees and expenses that will need to be addressed by the Committee and Willkie.

AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS

28. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) I believe that Willkie is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by sections 328 and 1102 of the Bankruptcy Code, and does not hold or represent any interest adverse to the Debtors, their estates, their creditors, or the Committee and the members thereof, and (b) Willkie has no connection to the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee, any person employed in the Office of the

United States Trustee – Southern District of Texas, or other parties-in-interest except as disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 8, 2023

/s/ *Brett H. Miller*

Brett H. Miller

Schedule 1

Potential Parties in Interest

Potential Parties in Interest

Debtors:

Core Scientific Mining LLC
Core Scientific, Inc.
Core Scientific Acquired Mining LLC
Core Scientific Operating Company
Radar Relay, Inc.
Core Scientific Specialty Mining (Oklahoma) LLC
American Property Acquisition, LLC
Starboard Capital LLC
RADAR LLC
American Property Acquisitions I, LLC
American Property Acquisitions VII, LLC

Debtors' Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a):

155 Palmer Lane, LLC
Blockcap, Inc.
Core Scientific Holdings Co.
Core Scientific, Inc.
GPU One Holdings, LLC
Mineco Holdings, Inc.
Power & Digital Infrastructure Acquisition Corp.
Radar Relay, LLC
XPDI

Bank Accounts:

Bank of America
City National Bank
Bremer Bank

Bankruptcy Judges and Staff for Southern District of Texas:

Judge David R. Jones
Judge Marvin Isgur
Judge Christopher M. Lopez
Judge Jeffrey P. Norman
Judge Eduardo V. Rodriguez
Peter Bray
Jason Marchand
Albert Alonzo
Rosario Saldan
Christina Bryan
Melissa Morgan-Faircloth
LinhThu Do
Mario Rios
Yvonne Ho

Samantha Warda
Dena Hanovice Palermo
Carol Felchak
Jeannie Chavez
Sam S. Sheldon
Shannon Jones

Bondholders/Noteholders/Indenture

Trustees:

U.S. Bank National Association

Clerk of the Court for Southern District of Texas:

Darlene Hansen
Nathan Ochsner

Contract Counterparties (includes patents and intellectual property)

(See Significant Customers and Contract Counterparties)

Current Officers and Directors:

Carol Haines
Darin Feinstein
Denise Sterling
Jarvis Hollingsworth
Jeff Pratt
Jeff Taylor
Katharine ("Katy") Hall
Kneeland Youngblood
Krista Rhynard
Kyle Buckett
Lynn Burgener
Matthew Brown ("Matt")
Matthew Minnis ("Matt")
Michael Bros
Michael Levitt ("Mike")
Neal P. Goldman
Russell Cann
Steve Gitlin
Todd DuChene
Weston Adams

Affiliation of Current Officers and Directors:

Baylor Health Care System Foundation
California Institute of Technology (Caltech)
Diamond Offshore Drilling, Inc.
Kayne Anderson BDC, LLC

Kayne Anderson Capital Advisors, L.P.
Kayne Anderson Energy Infrastructure Fund
Inc. (KYN)
Kayne Anderson NextGen Energy &
Infrastructure Inc. (KMF)
Laredo Petroleum, Inc.
Mackay Shields, LLC
Mallinckrodt Pharmaceuticals
Memorial Hermann Hospital System
Och Ziff Capital Management, LP
Pledgeling Technologies
Prostate Cancer Foundation
Scientific Games Corporation
Southwestern Medical Foundation
Talos Energy, Inc.
Teacher Retirement System of Texas
The Council on Foreign Relations
The Music Acquisition Corp
TPG Pace Beneficial Finance Corporation I and
II
Weatherford International

Benefit Providers:

(Workers Compensation/ Pension Plans /Third
Party Administrators)
Aetna
Aflac
Allstate Benefits
American Security and Protection Services LLC
Blue Cross Blue Shield CA
Blue Cross Blue Shield NC
BNY Mellon Bank
Chubb Personal Excess Liability Insurance
Citibank (Administered by PayFlex)
Delta Dental
Expensify Payments LLC
Farmers Group Select Home & Auto Insurance
Florida Blue
Globalization Partners Professional Services
Group Health Aetna
Guardian
Kaiser Permanente
MetLife
Optum Bank
Securitas Security Services USA, Inc.
TriNet - COBRA
TriNet HR III, LLC
Tufts
UnitedHealthcare (“UHC”)
Vision Service Plan (“VSP”)

Debtors Professionals:

AlixPartners LLP
Deloitte Tax LLP
Deloitte Financial Advisory Services LLP
PJT Partners LP
Marcum LLP
Scheef & Stone, LLP
Stretto, Inc.
Weil, Gotshal & Manges LLP

Former Officers and Directors:

Aber Whitcomb
Alan Curtis
Brandon Curtis
Brett Harrison
Brian Neville
Bryce Johnson
Caleb Tebbe
Christel Sice
Christy Barwick
Clark Swanson
Colin Crowell
Dan Christen
Devon Eldridge
George Kollitides
Harlin Dean
Kevin Turner
Larry Rudolph
Matthew Bishop
Michael Truzpek
Peter Dorrius
Peter J. Novak
Peter Sladic
Sharon Orlopp
Stacie Olivares

**Insurance/Insurance Broker/Insurance
Provider/Surety Bonds:**

AmTrust
AON
Arch Specialty Ins. Co (via AmWins)
Ascot Syndicate No. 1414 (Ethos via AmWins)
Aspen Specialty Ins. Co (via AmWins)
AXIS Surplus Ins. Co (via Amwins)
Beazley (Lloyd's Syndicate 2623)
Beazley (Lloyd's Syndicate No. 2623 (Beazley
UK)
Beazley Insurance Company
Berkley National Insurance Company
Berkley Prof Liability
Berkshire Hathaway Specialty Ins. Company

CAC Specialty
 Columbia Casualty Company (CNA)
 Endurance American Specialty Insurance
 Company (Sompo)
 Federal Insurance Company (Chubb)
 General Casualty Co of WI (QBE)
 Harco National Insurance Company (360)
 Hiscox Insurance Company
 Kinsale Insurance Company (via Amwins)
 Landmark American Insurance Company (RSUI
 via Amwins)
 Lexington Insurance Company (AIG) via RT
 Specialty
 Lexington Insurance Company (via Amwins)
 Lloyd's Syndicate No. 2623 (Beazley UK)
 National Union Fire Ins. Co of Pittsburgh (AIG)
 Navigators Insurance Co (Hartford)
 Obsidian Specialty Insurance Company (Orion
 via RT Specialty)
 Pennsylvania Insurance Company (Applied via
 RT Specialty)
 Policies Held by PEOs TriNet and Globalization
 Partners
 QBE Insurance Corporation
 Starr Indemnity & Liability Co
 Swiss Re Corporate Solutions Capacity Ins.
 Corp (via Amwins)
 The Princeton Excess & Surplus Lines Ins. Co
 (Munich Re via Amwins)
 U.S. Customs and Border Protection
 Vantage Risk Specialty Insurance Company (RT
 Specialty)
 Wright National Flood Ins. Co (NFIP)
 XL Specialty Ins. Co.

Landlords and Parties to Leases:

Cheryl Ogle & the Crystal Ogle Management
 Trust
 City of Denton
 Dalton-Whitfield Joint Development Authority
 Elmington Property Management LLC
 Elmington Property Mgmt. LLC - Monarch
 Apartments
 Hannig Row Partnership
 Hudson GRC LLC
 Hurd Real Estate Associates
 Jobe Ranch Family Limited Partnership, Lessor
 (11/15/2021)
 Jobe Ranch Family Limited Partnership
 Liberty Point Apartments
 Minnkota Power Cooperative Inc.

Minnkota Power Cooperative, Lessor
 (Commercial Lease, Ground Lease)
 Mobley Holdings LLC - Liberty Point
 Apartments
 Monarch Apartment Homes
 Ncredible Properties
 Nodak Electric Cooperative
 Nodak Electric Cooperative Inc.
 Peerless Events & Tents LLC
 SRPF A QR Riversouth LLC
 The District
 The Preserve at Spring Creek
 Tien Yun Investments, LLC (dba TY Properties)
 Worksmith, Inc.

Lenders:

1994 Steinfeld Family Trust
 36th Street Capital
 ACM ELF ST, LLC (Atalaya)
 Amplify Transformational Data Sharing ETF
 Anchorage Lending CA, LLC
 Andrew Rosen 2004 Successor Insurance Trust
 Apollo Centre Street Partnership, L.P.
 Apollo Lincoln Fixed Income Fund, L.P.
 Apollo Moultrie Credit Fund, L.P.
 Apollo Tactical Value SPN Investments, L.P.
 Arctos Credit, LLC
 B. Riley Bridge Loan
 B. Riley Commercial Capital, LLC
 Bank of the West
 Barings BDC, Inc.
 Barings Capital Investment Corporation
 Barings Private Credit Corp
 Barkley Investments, LLC
 Better Downtown Miami LLC
 Birch Grove Strategies Master Fund LP
 BlackRock Credit Alpha Master Fund L.P.
 BlockFi
 BlockFi A
 BlockFi B
 BlockFi Lending, LLC
 Bremer Bank
 BRF Finance Co., LLC
 Brown Corporation
 Cannon Investments LLC
 Celsius Core LLC
 Corbin Opportunity Fund, L.P.
 Cryptonic Black, LLC
 David Sarner
 De Lage Landen Financial Services, Inc.
 Dell Financial Services L.L.C.

Douglas Lipton
 Ferro Investments Ltd.
 FGK Investments Ltd.
 Fidelity Capital Corp.
 First Sun Investments, LLC
 Frank Pollaro
 FTF Diversified Holdings, LP
 Galaxy Digital LP
 Garic Limited
 Genesis Global Capital, LLC
 Genesis Global Capital, LLC #1
 Greensledge Merchant Holdings, LLC
 Gullane Capital Partners, LLC
 Gullane Digital Asset Partners OP, LLC
 Gullane Digital Asset Partners, LLC
 HC NCBF Fund
 Holliswood, LLC
 Ibex Partners (Core) LP
 ICG CoreSci Holdings, LP
 Indigo Direct Lending, LLC
 James Pulaski
 Jason Capello
 John Badger Quinn
 John P. Joliet
 JPAS - Credit LLC ("JPAS" is Jordan Park
 Access Solutions)
 JPAS - Crypto Infrastructure-A S.P.
 JSK Partnership LLC
 Kensico Associates, L.P.
 Kensico Offshore Fund Master, Ltd
 KMR CS Holdings, LLC
 Leon J. Simkins Non-Exempt Trust FBO
 Michael Simkins
 Levbern Management LLC
 Liberty Commercial Finance, LLC
 Liberty Stonebriar
 Marsico AXS CS LLC
 Mass Mutual Barings
 Massachusetts Mutual Life Insurance Company
 Milos Core LLC
 Monbanc Inc.
 Neso Investment Group Ltd
 North Mill Equipment Finance
 North Star Leasing
 Northdata Holdings Inc.
 Novak
 NYDIG
 OIP SPV Core Scientific, LLC
 Omega Interceptor Restricted Ltd
 Pescadero Capital, LLC
 Prime Alliance Bank

Richard Katz 2016 GST Trust
 Robert Fedrock
 Sabby Volatility Warrant Master Fund, Ltd.
 SRPF A QR Riversouth LLC
 Stonebriar Commercial Finance LLC
 Stonebriar Finance Holdings LLC
 SunnySide Consulting and Holdings, Inc.
 TBC 222 LLC
 Tech Finance Corporation
 The Kimmel Family Foundation
 The Michael O. Johnson Revocable Trust
 The Obsidian Master Fund
 The Sear Family 1996 Trust
 The William R. Guthy Separate Property Trust
 TJC3 LLC
 Toyota Commercial Finance
 Transatlantic Mobility Holdings II LLC
 Trinity Capital Inc.
 U.S. Bank National Association
 VFS LLC
 Vineet Agrawal
 Wilmington Savings Fund Society, FSB
 Wolfswood Holdings LLC
 Wormser Family Partnership II, LP
 Wormser Family Partnership I, LP
 XMS Core Convert Holdings LLC

List of the Top 30 Unsecured Creditors:

AAF International
 Amazon Web Services Inc.
 Bergstrom Electric
 BRF Finance Co., LLC
 CDW Direct
 CES Corporation
 Cherokee County Tax Collector
 Cooley LLP
 Dalton Utilities
 DK Construction Company
 Duke Energy
 FlowTx
 Gensler
 Harper Construction Company, Inc.
 Herc Rentals
 Kentucky Department of Revenue
 LiveView Technologies Inc.
 Marshall County Sheriff
 McDermott Will and Emery LLP
 Moss Adams LLP
 OP
 Priority Power Management, LLC
 Reed Wells Benson and Company

Securitas Security Services USA Inc.
 Shell Energy Solutions
 Sidley Austin LLP
 Tenaska Power Services Co
 Tenet Solutions
 Trilogy LLC
 U.S. Customs and Border Patrol

**List of the Creditors Holding the Top 100
 Largest Unsecured Claims (Excluding
 Insiders):**

A to Z pest Control and Services
 AAF International
 AccuForce HR Solutions LLC
 Acme Tools
 Altru Health System
 Amazon Business
 Amazon Web Services Inc.
 American Paper and Twine Co
 American Security and Protection Service LLC
 AT&T
 Averitt Express Inc.
 Bearden Industrial Supply
 Bergstrom Electric
 BlockFi Lending LLC
 C & W Facility Services, Inc.
 C.H. Robinson Company, Inc.
 Callahan Mechanical Contractors Inc.
 Carolina Recycling & Consulting LLC
 CES Corporation
 Charter Communications, Inc. (dba Spectrum)
 Cherokee County Tax Collector
 City of Calvert City
 Collier Electrical Service Inc.
 ComputerShare Inc.
 Condair Inc
 Dakota Carrier Network
 Data Sales Co Inc.
 Delaware Secretary of State
 DJNR Interactive LLC
 DK Construction Company
 Draffen Mart Inc.
 EPB of Chattanooga
 Equinix Inc.
 Equipment Depot of Kentucky Inc.
 Frontier Communications America Inc.
 Gensler
 Globalization Partners LLC
 GreatAmerica Financial Services
 Grubhub Holdings Inc.
 Hannan Supply Company Inc.

Herc Rentals
 IEWC Global Solutions
 Interstate Welding and Steel Supply
 J W Didado Electric LLC
 Jackson Purchase Energy Corporation
 Jacob John Novak
 Kelly Services Inc.
 Lattice
 Lib Fin LLC
 Lisa Ragan Customs Brokerage
 Manpower
 Marble Community Water System
 Marnoy Interests Ltd.
 Marshall County Sheriff
 MassMutual Asset Finance LLC
 Moss Adams LLP
 Mountain Top Ice
 Onyx Contractors Operations, LP
 Optilink
 Proctor Management
 Reed Wells Benson and Company
 Regional Disposal and Metal LLC
 Resound Networks LLC
 Ricks Rental Equipment
 Robert Half Talent Solutions
 Securitas Security Services USA Inc.
 Slalom LLC
 Snelling
 Stonebriar Finance Holdings LLC
 Supreme Fiber LLC
 Technology Finance Corporation
 Temps Plus of Paducah Inc.
 Tenaska Colocation Services LLC
 Tennessee Valley Authority
 Truckload Connections, LLC
 US Customs and Border Patrol
 Waste Path Services LLC
 Water Works C&R, LLC
 XC Container LLC
 ZetaMinusOne LLC

List of 5 Largest Secured Claims:
 (See Significant Vendors/Suppliers)

**Litigation Counterparties/Litigation Pending
 Lawsuits (includes threatened litigation):**

Benjamin Thomison & Alpha Asic
 Harlin Dean
 Jonathan Barrett, et al.
 LV net, Mizrahi et al.
 McCarthy Buildings Companies, Inc.

Mei Pang
Sphere 3d
Stayfirst Branding Agency

Non-Debtor Affiliates and Subsidiaries:

Core Scientific Partners GP, LLC (SMLLC)
Core Scientific Partners, LP
CSP Advisors, LLC (SMLLC)
CSP Liquid Opportunities Fund, LP
CSP Liquid Opportunities GP, LP
CSP Liquid Opportunities Master Fund, LP
CSP Liquid Opportunities Offshore Fund
(Exempted Ltd)
Team LLC
XPDI Sponsor LLC

Non-Debtors Professionals:

Arnold & Porter Kaye Scholer LLP
(Counsel for Prepetition Secured Lenders)
Duane Morris LLP
Ducera Partners
(Proposed as Investment Banker for the
Official Committee of Unsecured Creditors)
Moelis & Company LLC
Paul Hastings LLP
(Counsel for Ad Hoc Group of Secured
Convertible Noteholders)
Skadden, Arps, Slate, Meagher & Flom LLP
(Proposed Counsel for Ad Hoc Group of
Equity Security Holders)
Sidley Austin LLP
(Counsel of NYDIG ABL LLC)
Troutman Pepper Hamilton Sanders LLP
(Counsel for Dalton Utilities)
Willkie Farr & Gallagher LLP
(Proposed Counsel for the Official
Committee of Unsecured Creditors)

Official Committee of Unsecured Creditor

Members and Professionals:

Willkie Farr & Gallagher LLP
Ducera Partners
Dalton Utilities
Sphere 3D Corp.
BRF Finance Co., LLC (a B. Riley affiliate)

Other Parties in Interest:

(See Notice of Appearance Parties, and any
other person or group appointed)

Notice of Appearance Parties/Interested Parties:

36th Street Capital Partners, LLC
Barings BDC, Inc. (as prepetition secured
lenders)
Barings Capital Investment Corporation (as
prepetition secured lenders)
Barings Private Credit Corp. (as prepetition
secured lenders)
BlockFi, Inc.
CEC Energy Services LLC
City of Denton
Dalton Utilities
GEM Mining 1, LLC
GEM Mining 2, LLC
GEM Mining 2B, LLC
GEM Mining 3, LLC
GEM Mining 4, LLC
Harper Construction Company, Inc.
Huband-Mantor Construction, Inc.
Humphrey & Associates, Inc.
Marnoy Interests, Ltd. d/b/a Office Pavilion, or
Office Pavilion
MP2 Energy Texas, LLC d/b/a Shell Energy
Solutions
NYDIG ABL LLC (f/k/a Arctos Credit, LLC)
("NYDIG")
Prime Alliance Bank, Inc.
Priority Power Management, LLC
Sphere 3D Corp.
SRPF A QR Riversouth LLC
Tenaska Power Services Co.
Travis County (TX)
Trinity Capital Inc.
U.S. Bank National Association (as Prepetition
Note Agent and Collateral Agent)
Willkie Farr & Gallagher LLP (Proposed
Counsel for the Official Committee of
Unsecured Creditors)
Wingspire Equipment Finance, LLC

Ordinary Course Professionals:

Akin Gump Strauss Hauer & Feld LLP
Alston & Bird LLP
Andersen Tax LLC
Bitmain Technology Inc.
Blue Ridge Law & Policy, P.C.
Campbells Regulatory Services Limited
Carey Olson Services Cayman Limited
Cooley LLP
CrossCountry Consulting LLC

CSS Partners, LLC
 Cypress Advocacy, LLC dba Mindset
 Deloitte & Touche LLP
 Deloitte Transactions and Business Analytics
 LLP
 Ernst & Young LLP
 Ernst & Young Product Sales LLC
 Ernst and Young US LLP
 Evercore Group LLC
 Faegre Drinker Biddle and Reath LLP
 Fishman Stewart PLLC
 Frost, Brown Todd LLC
 Gartner Inc.
 Gasthalter and Co LP
 Greenberg Traurig, LLP
 Holland and Hart LLP
 Horne, LLP
 Ironclad, Inc.
 Jackson Walker LLP
 Kirkland and Ellis LLP
 KPMG LLP
 McDermott Will & Emery LLP
 Mintz Group LLC
 Morgan, Lewis & Bockius LLP
 Moss Adams LLP
 Murphy & Grantland, P.A.
 NASDAQ Corporate Solutions, LLC
 NAVEX Global, Inc.
 Netgain Solutions, Inc.
 Oracle America, Inc.
 PricewaterhouseCoopers LLP
 Prickett Jones and Elliott PA
 Quinn Emanuel Urquhart & Sullivan, LLP
 Registered Agent Solutions, Inc.
 Resources Global Professionals
 Richards Layton and Finger PA
 Riverbend Consulting LLC
 Rowlett Hill Collins LLP
 Ryan & Associates
 Ryan LLC
 Sidley Austin LLP
 Sitrick and Company
 Snell & Wilmer
 Sternhell Group
 Williams & Connolly LLP
 Workday, Inc.
 Workiva Inc.
 Zuckerman Gore Brandeis & Crossman, LLP

Proposed Ad Hoc Group of Equity Security

Holders and Professionals:

Skadden, Arps, Slate, Meagher & Flom LLP
 Custodian CSPB
 Douglas Abrams
 Eddie Griffin
 Jay Deutsch
 Lukasz Gottwald
 Mark Beaven
 The Rudolph Family Trust
 Todd Deutsch
 Two Trees Capital Limited BVI

Other Secured Parties (Letters of Credit/

Issuers of Letters of Credit):

N/A

**Partnerships (if debtors is a partnership, its
 general and limited partners):**

N/A

Regulatory and Government:

(See Taxing Authorities)

Environmental Protection Agency
 Internal Revenue Service ("IRS")
 Occupational Safety and Health Administration
 Securities and Exchange Commission ("SEC")
 U.S. Customs and Border Protection

Secured Creditors:

ABLe Communications, Inc.
 ComNet Communications, LLC
 Consolidated Electrical Distributors, Inc. dba
 Sun Valley Electric Supply
 Coonrod Electric Co, LLC
 Elliot Electric Supply, Inc.
 Harper Construction
 Housley Communications, Inc.
 Huband Mantor Construction Inc.
 Humphrey & Associates, Inc.
 LML Services dba FlowTx
 McElroy Metal Mill, Inc. dba McElroy Metal
 MK-Marlow Company, LLC
 Morsco Supply LLC dba Morrison Supply
 Company
 Network Cabling Services, Inc.
 Priority Power
 Summit Electric Supply
 Sure Steel - Texas, LP
 T&D Moravits & Co.
 Texas AirSystems, LLC

Wesley-Thompson Hardware, Inc.

Significant Competitors:

Argo Blockchain PLC
 Bitfarms Technologies Ltd.
 (fka Blockchain Mining Ltd.)
 Cipher Mining Inc.
 CleanSpark, Inc.
 Greenidge Generation Holdings Inc.
 Hive Blockchain Technologies Inc.
 Hut 8 Mining Corp.
 Iris Energy Ltd.
 Marathon Digital Holdings, Inc.
 Mawson Infrastructure Group Inc.
 Riot Blockchain, Inc.

Significant Customers and Contract Counterparties:

1277963 B.C. Ltd dba Bitfield
 ADQ Financial Services LLC
 Agricultural Scientific LLC
 Aidant.ai
 AJT Trading, LLC
 Alloy Ventures Management LLC
 Argo Innovation Labs Inc.
 AsicXchange Team Inc.
 Atlas Technology Group LLC
 Bay Colony Law Center, LLC
 Bay Online Media
 Benjamin Rees
 BEP 888, LLC
 BEP 999, LLC
 Bit Digital USA, Inc.
 Bitmain Development Inc.
 Bitmain Technologies Georgia Limited
 Bitmaintech PTE LTD
 Bizmatica Polska JSC
 Block One Technology
 Blockcap Inc.
 Blockchain United Mining Services
 Blockfusion Technologies
 Blue Hills Co, LLC
 Blue Torch Capital LP
 Brent Jason Deboer
 Burdy Technology Limited
 BW Holdings, LLC
 CAC Global LLC
 CCP Credit Acquisition Holdings, L.L.C.
 Celsius Mining LLC
 Charles Aram
 Chris Chiovitti Holdings Inc.

Clearly Leasing, LLC
 Colin Jacobs
 Colin Smith
 Compass Mining, Inc.
 Crypto Garden, Inc.
 Cumulus Coin LLC
 DCG Foundry LLC
 Digifarm Technologies Limited
 Dreams and Digital, LLC
 DUS Management Inc.
 Etcembly Ltd
 EverData, LLC
 EZ BlockChain LLC
 Flourishing Field Limited
 Gateway Korea Inc.
 GEM Mining
 Gilley Enterprises
 Global Star Holding Co.
 Goodrose 5009, Inc.
 Gopher, LLC
 GPU.ONE
 Greg Piphoo
 Gryphon Digital Mining, Inc.
 Henry Ho
 Hewlett Packard Enterprise Company
 Hockomock Mining Company
 Horizon Kinetics
 Icons8
 Isoplex Inc.
 Israel Garcia
 Jacob McDaniel
 JAM Mining Corp.
 Kaboomracks, Inc.
 Kalon Investments, LLC
 Kristy-Leigh Minehan
 Lake Parime USA Inc.
 Leon Hadgis
 LivePerson, Inc.
 Lonestar Ole Git LLC
 Luxor Technology Corp
 Mark Bordcosh
 Mineority Group
 Mineority Group LLC
 Mississippi Home Development
 N9+, LLC
 New Green Network LLC
 NextEra Energy Capital Holdings
 NFN8 Media, LLC
 Nissan North America, Inc.
 Nomura Corporate Funding Americas, LLC
 North Georgia Data LLC

NVIDIA Corporation
 Pete Abdo
 Polyphase Capital, LLC
 Poolin Technology Pte. Ltd.
 Pure Storage, Inc.
 Quandefi Opportunities LLC
 Quantum Digital Network Assets, LLC
 Richard Norman
 Rio Verde Holdings Ltd
 River Financial Inc.
 RJW Digital Solutions
 RME Black 100, LLC
 RME Black 200, LLC
 RME Black 88, LLC
 Rodrigo Perusquia
 RPM Balance, Inc.
 Rudy Worrell
 Savage.io
 Seagen Inc.
 Sensika Technologies OOD
 Serge Marin
 Socrates Roxas
 Spring Mud LLC
 Summit Crypto Mining Limited
 Supplybit, LLC
 Tansley Equipment Limited
 Techshop Computers Ltd.
 Teslawatt
 The Allen Institute for Artificial Intelligence
 Timeless Digital Corp.
 T-Mobile USA, Inc.
 Tomek Group, LLC
 Tony Grijalva
 TYMIF Coin Ventures, LLC
 Union Jack, LLC
 UnitX
 US Digital Mining and Hosting Co., LLC
 Vaerus Mining SPV2 LLC
 VCV Power Mining Alpha LLC
 William McCarter
** Certain Other Contract Counterparties of a
 Confidential Nature*

Significant Shareholders (more than 5% of equity):

Darin Feinstein
 Michael J. Levitt
 MPM Life LLC

Significant Vendors/Suppliers:

1872 Consulting LLC

2012Exxact Corporation
 5Fastenation Inc.
 5STAR5 INC
 Abu Dhabi Ports Company PJSC – KIZAD
 Accent Awnings Inc.
 Adaptive Insights LLC
 Advanced Business Equipment
 Agility Logistics Corp
 Agora NW LLC
 AIM Summit FZE
 Aircraft Services Group Inc.
 Airflow Sciences Corporation
 Alation, Inc.
 Albacross Nordic AB
 Alfa Internationals Logistics Inc.
 Aliexpress
 Alliance Funding Group
 Allied Steel Buildings Inc.
 Allstream
 Alpha Miner LLC
 Alpha Vertical Inc.
 Alston and Bird LLP
 Alteryx Inc.
 American Registry for Internet Numbers Ltd
 Americord
 Ameri-Dedicated Inc.
 Andrew Ferraro
 Angel Bejarano Borrega
 Aon Consulting Inc.
 AON Risk Insurance Services West Inc.
 Applied Scale Technology
 ARIBA INC
 Armstrong Moving Solutions San Antonio LLC
 Arrow Exterminators
 Arrowfish Consulting
 Atlantic Trailer Leasing & Sales, LLC
 Atlas Mining
 Atrio Inc.
 AvTech Capital LLC
 Bandy Transport Company
 Barnhart Crane and Rigging Co
 Beacon Building Products
 Bearcom
 Belyea Company Inc.
 Benton Electric Supply Inc.
 Bernard Klopfer
 Better IT Solutions LLC
 Big Ass Fans
 Bigbee Steel Buildings Inc.
 Bigeye, Inc.
 Bitmain Development Inc.

Bitmain Technologies Limited
 Bitwave
 Black Box Network Services Inc.
 Blackline Safety Corp
 Blackpearl Management and Human Resource
 Consulting LLC
 Blakes Cassels and Graydon LLP
 Blockchain Association
 Blue Cross Blue Shield of Texas
 Bring Light and Sound LLC
 Broadridge ICS
 BTC Media
 Building Image Group, Inc.
 Built In Inc.
 Bureau Van Dijk Electronic Publishing Inc.
 Business Wire Inc.
 BWS Acoustics
 Calloway County Board of Education
 Calvert Cafe LLC
 Calvert City Municipal Water and Sewer
 Canaan Convey Co Ltd
 Capital City Public Affairs LLC
 Capxon Electronics Shenzhen Co Ltd
 Carolina Utility Customers Association
 Carpet Capital Fire Protection Inc.
 Carpet Capital Multi-System Inc.
 CCR Corp
 CDW Direct
 CDW Middle East FZ LLC
 CenturyLink
 Cesar Gomez Martin
 CFS Containers
 Chamber of Digital Commerce
 Chapeau!
 Cherokee County Health Department
 Cherokee Well Drilling
 Chroma System Solutions, Inc.
 Chubb
 Ciemat
 CIOReview
 Circular Technologies Inc.
 Cision US Inc.
 Citadel Securities Corp Solutions
 City Electric Supply
 City of Bellevue - Tax Division
 Cleerline Technology Group LLC
 Cloudflare Inc.
 CNA Insurance
 Cohen and Company LTD
 Coin Center Inc.
 Coinbase Inc.

Coindesk Inc.
 Colo Properties Atlanta LLC
 Color Scapes Landscaping, Inc.
 Commercial Acoustics
 Common Desk Austin LLC
 Compensation Advisory Partners, LLC
 Comware
 ConGlobal Industries LLC
 Consero Global Solutions LLC
 Consilio LLC
 Constellation New Energy, Inc.
 Container Monster LLC
 Convergent Technologies LLC
 CoreWeave Inc.
 Covert Chrysler Dodge Jeep Ram
 Crescendo Collective LLC
 Crestline Solutions LLC
 Critical Components Inc.
 Crystal Caverns Spring Water LLC
 Cunningham Golf and Utility Vehicles
 Cusip Global Services
 D16 LLC
 Dakota Fire Protection Inc.
 Dalton Fence Company
 Dalton Service Inc.
 Databricks, Inc.
 Datasite LLC
 David Herrington
 Davis Wright Tremaine LLP
 Denton Chamber of Commerce Inc.
 Dentons Canada LLP
 DHL Express (USA) Inc.
 DigiCert Inc.
 Digi-key
 Digital Asset Services Ltd
 Digital London Ltd
 Digital Mountain Inc.
 Dillon Eldridge
 Distributed Ledger Inc.
 Dockery Auto Parts
 Dockzilla Co
 Docusign Inc.
 Dongguan Fa Site Electronic Technology Co
 Ltd
 Donnelley Financial Solutions
 DSV Air and Sea Inc.
 Eagle Promotions
 Eaton Corporation
 eCapital Advisors LLC
 Elasticsearch Inc.
 Electra Link Inc.

Electric Power Engineers Inc.	Google LLC
Electrical Com	Grand Forks Utility Billing
Elite Electric Company LLC	Great Sports Inc.
Employer Solutions Resources LLC	Greatland Corporation
Engineered Fluids, Inc.	Green Business Certification, Inc.
EPIC ASIC Asia Limited	Greenhouse Software Inc.
Equisolve Inc	GreensLedge Capital Markets LLC
ERI Economic Research Institute Inc.	Greyline Partners LLC
Ernest Industries Inc.	Griffin C Simerly
Esteban LaSalle	Guardian Life
EvoTek	Gustavo Melo Belfort
Farm & Ranch Construction, LLC	Hamin Kang
Farming with Stephanie LLC	Hannig Row Partnership
Fastenal Company	Harper Construction Company, Inc.
Federico Bohn	Heapy
FedEx	Hill and Wilkinson Construction Group Ltd
Felker Construction Company Inc.	HM Tech LLC
Fernando Manuel Sierra Pajuelo	Holland LLC
Fidelity Investments Institutional Operations Company LLC	Holloway Updike and Bellen Inc.
Financial Accounting Standards Board/Governmental Accounting Standards Board	HubSpot Inc.
FINRA	Hudson Incentives Inc.
Fireblocks Inc.	Hughes Electric Paint & Supplies
First Insurance Funding	Human Rights Foundation
First National Capital LLC	Hurricane Electric LLC
First-Line Fire Extinguisher Company	Hutchins Pallet Service, Inc.
Flexential Colorado Corp	Hutchison and Steffen PLLC
FlowTx	ICE Systems, Inc.
ForensisGroup Inc.	ICI Mechanical LLC
Forks Landscaping LLC	ICS Inc.
Forum Communications Company	IDC Research Inc.
Foshan Dilue Supply Chain Mgmt. Co Ltd	INE
Franchise Tax Board	Integrated Networking Technologies LLC
Free Transportation LLC	Integrity Door Solutions LLC
FreightEx Logistics LLC	Intralinks, Inc.
Frontline Shredding Inc.	Ironclad Inc.
Frost Brown Todd Attorneys LLC	Jackie L Bryan
FS.Com Inc.	Javier Lazaro Jareno
FXSA	JBM Office Solutions
G.I. Joe Landscaping, LLC	JCL Energy LLC
Gagnon & Miceli Freight Inc.	Joaquin Pablo Gonzalez
Genesis Custody Limited	Jobot
Gibson and Associates Inc.	John Furner
Gilmore Kramer Co	Jonathan Barrett 2012 Irrevocable Trust dated May 31 2012
GitHub Inc.	Juan Jose Galan Lopez
Glaze Supply Company Inc.	K and E Lawn Service LLC
Goldstein and Lee PC	Katz Marshall and Banks LLP
GoodHire	Keith Larry Watkins
Goodway Group Inc.	Kenco Material Handling Solutions LLC
	Kentucky Cabinet for Economic Development
	Kesco Air Inc.

Kilpatrick Townsend and Stockton LLP
 King Ford
 Kings Road RV Park LLC
 Know Agency
 KnowBe4 Inc.
 Labor Finders
 Lake Effect Traffic LLC
 Lancaster Safety Consulting, Inc.
 Landstar Ranger Inc.
 Lane Powell PC
 LANshack Com
 Larry Ledford
 Lenz LLC
 Level 3 Communications LLC
 LHC Capital Partners Inc.
 LHH Recruitment Solutions
 LinkedIn Corporation
 LiveView Technologies Inc.
 Lockton Insurance Brokers LLC
 Logistica CryptoMining Repair LLC
 LRN Corporation
 Lukka Inc.
 M & S Patterson, Inc.
 Manley Four Little Pigs Inc.
 Manning Land LLC
 Marco Technologies LLC
 Marshall County Battery and Golf Carts Inc.
 Marshall County Tax Administrator
 McMaster-Carr
 MDSI Inc.
 Mediant Communications Inc.
 Megaport USA Inc.
 Meridian Equipment Finance LLC
 Michael Cruz
 Microsoft Azure
 Mike Darling Films
 Miller Griffin and Marks PSC
 Mindset
 Mission Critical Facilities International, Inc.
 MJDII Architects Inc.
 MNP LLP
 Mobile Modular Portable Storage
 Monnit Corporation
 Monoprice Inc.
 M-RETS
 MSC Industrial Supply Co.
 Murphy and Grantland PA
 Murteo Inc.
 Muskogee City-County Port Authority
 Mustache Creative Studio
 Nancy C Sayers

Nanning Dinggao Tech Limited
 National Association of Corp Directors
 Neeraj Agrawal
 Next Level Valet LLC
 NextLevel
 nference, Inc.
 Nicolas Carter
 Office of State Tax Commissioner
 Oklahoma Gas and Electric Company
 Oklahoma Tax Commission
 Okta Inc.
 Old Dominion Freight Line Inc.
 Old Republic National Title Ins. Co
 Omeir Cargo LLC
 Oncor Electric Delivery Company LLC
 Onestopmining Technologies Limited
 Onin Staffing, LLC
 OnlineComponents.com
 Oracle Capital LLC
 Orange Computers
 ORGDEV Limited
 Overhead Door Company of Clayton/Overhead
 Door Company of Tri State
 Parker Lynch
 Paulo Roberto Pereira de Souza Filho
 Pax ADR LLC
 Paycom Payroll LLC
 PeopleReady Inc.
 Pepsi MidAmerica
 Petter Business Systems
 Pioneer Abstract and Title Co of Muskogee Inc.
 Plant Tours Communications Company
 Platinum Platypus Inc.
 Premier Fire and Security Inc.
 Prime Mowing and Property Management LLC
 Pure Water Technology of the Tri State Area
 LLC
 Pye-Barker Fire and Safety LLC
 Q4 Inc.
 Quality Water Financial LLC
 Quik Print of Austin Inc.
 Rack and Shelving Consultants
 Radiant PPC LLC
 Raymond Pope
 RBI USA Customs Services LLC
 RC Ventures Inc.
 Recycling Equipment Corporation
 Red Moon 88 LLC
 Reffett Associates
 Regents Capital Corporation
 Reliance Telephone Systems

Rezvani Mining LLC
 Robson Forensic Inc.
 Rockwell Automation Inc.
 Roman Krasiuk
 Ruric Inc.
 SafetySkills LLC
 SAGE Capital Investments, LLC
 Salary.com LLC
 Salesforce.com, Inc.
 Say Technologies LLC
 Scott Malewig
 Sebastian Javier Marconi
 Sharp Business Systems
 Sharpertek
 Shermco Industries, Inc.
 Silver Fox Productions Inc.
 Silverpeak Special Situations Lending LP
 Slack Technologies LLC
 Smartsheet Inc.
 Smoky Mountain BBQ Company LLC
 Solomon Corporation
 Southeastern System Services Inc.
 Southern Cargo LLC
 Spectrum Business
 SpectrumVoIP Inc.
 Spotless Cleaning
 Stafftax Financial LLC
 Standby Service Solutions LLC
 State of Tennessee Department of Revenue
 Stone Tower Air LLC
 Summit Energy Services Inc.
 Summit Funding Group Inc.
 Sunny Shah
 Sunnyside Consulting and Holdings Inc.
 SunValley Electric Supply
 SuperAcme Technology Hong Kong LTD
 Susan Oh Communications
 Synopsys Inc
 Synovus Bank
 Tag Resources LLC
 Tangent Energy Solutions Inc.
 Tango Lima, LP
 Tax Executives Institute Inc.
 TDIndustries Inc.
 Teague Nall and Perkins Inc.
 Technijian Inc.
 Technology Navigators LLC
 TechSource Global LLC
 Telecom Site Solutions LLC
 Telfi LLC
 Telles Global Consulting Inc.

Temps Plus Inc.
 Tenaska Power Services Co
 Tenet Solutions
 Tennessee Valley Industrial Committee
 Texas Blockchain Council
 Texas Workforce Commission
 The Coindad LLC
 The Crown Restaurant
 The MacLellan
 The Specialty Company - TSC
 The Treadstone Group Inc.
 Thomson Reuters Tax and Accounting
 checkpoint
 Thycotic Software LLC
 Time Warner Cable
 Top Imprint Limited
 Tor Naerheim Brand Design LLC
 Total Quality Logistics LLC
 Tower Direct
 Trace3 LLC
 TRACS Manufacturing LLC
 Tractor and Palm Inc.
 Travis Asphalt
 Triangle Enterprises, Inc.
 Trilogy LLC
 TriNet COBRA
 Trinity Risk Solutions LLC
 True North Data Solutions US Inc.
 TXU Energy Retail Company LLC
 TY Properties
 U line
 United Capital Partners
 United Rentals North America Inc
 United Rentals North America Inc.
 University of California, San Diego
 UPS Supply Chain Solutions Inc.
 Upstate Containers LLC
 Validus Power Corp
 Vandco Equipment
 VCheck Global LLC
 Veriedge LLC
 Veritext LLC
 Vesco Toyota Lift
 VMS Security Cloud Inc.
 Volt Management Corp
 Wachsman PR LLC
 Waste Disposal Solutions Inc.
 Waterlogic Americas LLC
 Wells and West Inc.
 WEX Health Inc.
 Whitfield Electric Motor Sales & Service, Inc.

Whitney J Beauxis
Widseth Smith Nolting and Associates, Inc.
Williams Farm LLC
Williams Marston LLC
Wilson Built Fab Shop
Workplace Solutions Inc.
Young MFG Inc.
Zendesk Inc.
Zeus Mining Co Ltd
Zimney Foster PC
Ziply Fiber
Zoom Video Communications Inc.
ZoomInfo Technologies

Taxing Authorities:

Austin, TX Lease - existing office (Worksmith)
Austin, TX Lease - new office (Riversouth)
California Franchise Tax Board
Cedarvale, TX
Cherokee County Tax Collector (NC)
City of Calvert City (Calvert City, KY)
City of Denton, TX
Colorado Department of Revenue
Dalton-Whitfield Joint Development Authority;
 Carl Campbell, Executive Director
Eddie McGuire, Marshall County Sheriff
 (Benton, KY)
Georgia Department of Revenue
Internal Revenue Service
Jobe Ranch Family Limited Partnership, Lessor
 (11/15/2021)
Kentucky Department of Revenue
Kentucky State Treasurer
King County Assessor (Seattle, WA)
Marshall County (Kentucky) Department of
 Revenue
Minnkota Power Cooperative
ND Office of State Tax Commissioner
North Carolina Department of Revenue
North Dakota Department of Revenue
North Dakota Office of State Tax Commissioner
Oklahoma Department of Revenue
State of Delaware - Division of Corporations
Tennessee Department of Revenue
Tennessee Valley Authority - Economic
 Development - Thomas Buehler (Calvert
 City)
Texas Comptroller / Texas Comptroller - Sales
 & Use Tax
Travis County, TX (Austin, TX HQ)
US Customs and Border Protection

Ward County Assessor (TX)
Whitfield County Board of Assessors (Dalton,
GA)

**U.S. Attorney's Office for Southern District
of Texas:**

Jennifer Lowery

**UCC Search Results/UCC Lien Search
Results:**

ACM ELF ST LLC
Anchorage Lending CA, LLC
Arctos Credit, LLC
Bank Financial
Barings BDC, Inc.
Barings Capital Investment Corporation
Barings Private Credit Corp.
BEAM Concrete Construction, Inc.
C T Corporation System, as Representative
Celsius Networks Lending LLC
CIT Bank, N.A.
CM TFS LLC
ComNet Communications, LLC
Consolidated Electrical Distributors, Inc. dba
 Sun Valley Electric Supply
Contech Construction
Contech, Inc.
Convergint Technologies LLC
Coonrod Electric Co, LLC
Corporation Service Company
Dell Financial Services L.L.C.
Elliot Electric Supply, Inc.
GARIC INC.
GARIC, INC.
Gaylor Electric, Inc. d/b/a Gaylor, Inc.
Graybar Electric Company Inc.
Graybar Electric Company, Inc.
Housley Communications, Inc.
Huband-Mantor Construction Inc.
Humphrey & Associates, Inc.
Humphrey & Associates, Inc.
Imperial Fire Protection, LLC
Indigo Commercial Funding, LLC
LML Services dba FlowTx
Maddox Industrial Transformer LLC
MassMutual Asset Finance LLC
McCarthy Building Companies Inc.
McCarthy Building Companies, Inc.
McCorvey Sheet Metal Works, LP
McElroy Metal Mill, Inc. dba McElroy Metal
MK Marlow Company, LLC

Morsco Supply LLC dba Morrison Supply
Company
Network Cabling Services, Inc.
North Mill Credit Trust
NYDIG ABL LLC
Power & Digital Infrastructure Corp.
Priority Power
Silverpeak Credit Partners LP, as Collateral
Agent
Stonebriar Commercial Finance LLC
Stonebriar Finance Holdings LLC
Summit Electric Supply
Sure Steel - Texas, LP
T&D Moravits & Co.
TCF National Bank
Texas AirSystems, LLC
Toyota Industries Commercial Finance, Inc.
VFSox, LLC
Way Mechanical
Wesley-Thompson Hardware, Inc.
XPDI Merger SUB, Inc.

Unions:

N/A

**United States Trustee and Staff for Southern
District of Texas:**

Alethea Caluza
Alicia Barcomb
Brian Henault
Christopher R. Travis
Christy Simmons
Clarissa Waxton
Glenn Otto
Gwen Smith
Ha Nguyen
Hector Duran
Ivette Gerhard
Jana Whitworth
Jayson B. Ruff
Kevin M. Epstein
Linda Motton
Luci Johnson-Davis
Millie Aponte Sall
Patricia Schmidt
S. Michele Cox
Stephen Statham
Steven Whitehurst
Valerie Goodwin
Yasmine Rivera

Utility Providers/Utility Brokers:

Alpha Waste
BalsamWest Fiber Net
Calvert City Hall (Kentucky)
Carolina Recycling
CenturyLink
Charter Communications, Inc. (dba Spectrum)
Cogent Communications
Countrywide Sanitation Co
Dakota Carrier Network
Dalton Utilities
Dellcom (Dell Telephone)
Denton Municipal Electric
Dialog Telecommunications
Digital Realty
Dobson Fiber
Duke Energy
Duke Energy Carolinas
Duke Energy Carolinas, LLC
Frontier Communications
GlobalGig
Internal/Resound Networks
Level 3 Communications LLC
Logix Fiber Networks
Lumen/CenturyLink
Marble Community
Murphy Electric Power Board
NODAK Electric Cooperative
Optilink
Regional Waste
Resound Networks
Shell Energy Solutions
Starlink
TanMar Rentals, LLC
Tennessee Valley Authority
Time Warner Cable
Windstream Communications
Xcel Energy, Inc.

Schedule 2**Disclosure of Willkie Farr & Gallagher LLP (“Willkie”) of Current and Prior Representations of Potential Parties in Interest**

Entity Names Searched	Category of Party in Interest	Relationship to Firm
Aber Whitcomb	Former Officers and Directors	Willkie currently represents and has in the past represented this individual in matters wholly unrelated to the Debtors’ chapter 11 cases.
ACM ELF ST, LLC (Atalya)	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Akin Gump Strauss Hauer & Feld LLP	Ordinary Course Professional	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
AlixPartners LLP	Debtors’ Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
Allstate Benefits	Benefits Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors’ chapter 11 cases.
AmTrust	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Aon Consulting Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Aon Risk Insurance Services West Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Apollo Centre Street Partnership, L.P.	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Apollo Lincoln Fixed Income Fund, L.P.	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Apollos Moultrie Credit Fund, L.P.	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Apollo Tactical Value SPN Investments, L.P.	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
AT&T	Creditors Holding the Top 100 Largest Unsecured Claims	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
AXIS Surplus Insurance Co. (via Amwins)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
B. Riley Bridge Loan	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Berkshire Hathaway Specialty Insurance Company	Insurance/Insurance Provider/Surety Bonds	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Birch Grove Strategies Master Fund LP	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
BlackRock Credit Alpha Master Fund L.P.	Lenders	Willkie has in the past represented this entity Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Blockcap Inc.	Significant Customers Debtors' Trade Names and Aliases	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Blue Cross Blue Shield of TX	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
CenturyLink	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Chubb	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Cipher Mining Inc.	Significant Competitors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Cision US Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Citadel Securities Corp. Solutions	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Citibank (Administered by PayFlex)	Benefit Providers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
CNA Insurance	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Coinbase Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Columbia Casualty Company (CNA)	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Consilio LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

Entity Names Searched	Category of Party in Interest	Relationship to Firm
		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Diamond Offshore Drilling	Affiliates of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
DSV Air and Sea Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Endurance American Specialty Insurance Company (Sompo)	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Evercore Group LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Faegre Drinker Biddle and Reath LLP	Ordinary Course Professionals	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Federal Insurance Company (Chubb)	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
FedEx	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
First Insurance Funding	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Frontier Communications	Utility Providers/Utility Brokers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Galaxy Digital LP	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
General Casualty Co. of WI (QBE)	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Google LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Greensledge Merchant Holdings, LLC	Lenders	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
GreensLedge Capital Markets LLC	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Guardian Life	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Hiscox Insurance Company	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
ICG Advisors, LLC	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
ICG CoreSci Holdings, LP	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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		and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Iris Energy Ltd.	Significant Competitors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Ironclad Inc.	Significant Vendors/Supplier Ordinary Course Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Kayne Anderson BDC, LLC	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Kayne Anderson Capital Advisors, L.P.	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Kayne Anderson Energy Infrastructure Fund Inc. (KYN)	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Kayne Anderson NextGen Energy & Infrastructure Inc. (KYN)	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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Kirkland & Ellis LLP	Ordinary Course Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
KPMG LLP	Ordinary Course Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Landmark American Insurance Company (RSUI via Amwins)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Laredo Petroleum, Inc.	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Level 3 Communications LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Lexington Insurance Company (via Amwins)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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LinkedIn Corporation	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Lockton Insurance Brokers LLC	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Lumen/CenturyLink	Utility Providers/Utility Brokers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Mackay Shields, LLC	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Manpower	List of Creditors Holding the Top 100 Largest Unsecured Claims	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Massachusetts Mutual Life Insurance Company	Lenders	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this

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Mediant Communications Inc.	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Microsoft Azure	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
MP2 Energy Texas LLC d/b/a Shell Energy Solutions	Notice of Appearance Parties	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
National Union Fire Ins. Co. of Pittsburgh (AIG)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Navigators Insurance Co. (Hartford)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NextEra Energy Capital Holdings	Significant Customers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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NextLevel	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NYDIG	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
NYDIG ABL LLC	UCC Search Results/UCC Lien Search Results	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Oracle America, Inc.	Ordinary Course Professionals	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Paul Hastings LLP	Non-Debtor Professionals Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Paycom Payroll LLC	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this

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Pepsi MidAmerica	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
PJT Partners	Debtors' Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
PricewaterhouseCoopers LLP	Significant Vendors/Suppliers	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
QBE Insurance Corporation	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Salesforce.com, Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Scientific Games Corporation	Affiliation of Current Officers and Directors	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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Sphere 3D Corporation	Litigation Counterparties/Litigation Pending Lawsuits Official Committee of Unsecured Creditors	Willkie has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Summit Energy Services Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Swiss Re Corporate Solutions Capacity Ins. Corp. (via Amwins)	Insurance/Insurance Provider/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Synopsis Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Thycotic Software LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Trilogy LLC	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates

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TriNet COBRA	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
VFS LLC	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Wilmington Savings Fund Society, FSB	Lenders	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
Workday, Inc.	Ordinary Course Professionals	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.
XL Specialty Insurance Co.	Insurance/Insurance Providers/Surety Bonds	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.

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Zendesk Inc.	Significant Vendors/Suppliers	Willkie currently represents and has in the past represented this entity and/or certain affiliates and/or subsidiaries of this entity in matters wholly unrelated to the Debtors' chapter 11 cases.